

**BY-LAWS OF THE IRANIAN-AMERICAN CHAMBER OF COMMERCE**  
**CENTRAL FLORIDA**

**ARTICLE I: Scope of the By-Laws**

- Section 1: These By-Laws shall govern the conduct of the Iranian-American Chamber of Commerce (IACC) unless amended, deleted, repealed, or corrected by majority vote of all members at a later date.
- Section 2: The official year of the IACC shall commence on the first day of May and end on the last day of following April of each calendar year.
- Section 3: The terms “Board of Directors” and “Board” in these By-Laws shall constitute the entire officers of the Board of Directors and shall be with consent of the majority vote of the board officers. These terms do not apply to only one, or the non-quorum members of the board.

**ARTICLE II: Officers of the Board and Their Election**

- Section 1: The officers of the IACC shall be elected at the last general business meeting of the fiscal year, unless the board fixes another date or time within 30 days and so notifies members Per Article IV. The elected officers shall take office the first day of the month following such election.
- Section 2: In order to be eligible to hold office, the nominees must have been a members of the IACC for at least one year prior to nomination.
- Section 3: Officers of the IACC shall be elected by secret ballots.
- Section 4: Voting by proxy shall not be allowed.
- Section 5: Absentee ballots shall be allowed by advanced notice of election to the members within 30 days of the election via mail.
- Section 6: The sitting Board of Directors shall determine the eligibility of candidates to run for office and approve their nominations for board positions based on the following criteria:
- a. Lack of any prior criminal felony convictions or any misdemeanor conviction involving a crime of false pretense or dishonesty.
  - b. The member shall be known within the community as Having general good moral character.
  - c. Members must be of legally sound mind.
- Section 7: Nominees who receive the highest number of votes from the general membership at the time of the general election shall become board members.

Section 8: The President shall be separately elected at the time of the general elections by membership.

Section 9: Where there is no candidate for President, the first nine nominees who receive the highest vote from the general membership at the time of the general elections shall choose the President from among them by majority vote.

Section 10: The term of every board member of the IACC shall run until the end of the fiscal year.

Section 11: Officers may run for re-election for 3 consecutive years.

Section 12: The Board of Directors shall have the following officers:

- |                               |                      |
|-------------------------------|----------------------|
| a. President                  | d. Membership Chair  |
| b. Vice-President / Secretary | e. Legislative Chair |
| c. Treasurer                  | f. Networking Chair  |
|                               | g. Cultural Chair    |
|                               | h. Members at Large  |

Section 13: A vacancy or vacancies on the board of directors shall occur in the event of a) the death or resignation of any director; b) the declaration by board resolution of a vacancy in the office of a director who has been declared of unsound mind by a court order, convicted of a crime; c) the vote of a majority of all members to remove any director(s).

Section 14: Except as provided below, any board member may resign by giving written notice to the president of the board. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If a board member resigns, the President shall select a successor to take office as of the date when the resignation becomes effective. The President shall take the advice of the board members to make such selection.

Section 15: The President shall elect board members at any time to fill any vacancy or vacancies not filled by the directors.

**ARTICLE III: Committees**

Section 1: The IACC shall have four (4) committees; each headed by a chairperson, and shall have committee members that each chairperson nominates during their term.

Section 2: The President shall have the responsibility to appoint each board member to their respective position at the President's sole discretion.

Section 3: All Board members shall have equal voting powers, except immediate past President.

Section 4: Board members shall serve their post for single annual terms.

Section 5: There shall be the following committees:

- a. Membership committee:  
This committee shall be responsible for Policy development and direction for issues relating to membership categories, recruitments, and retention. This committee shall also be responsible for communication and contacts with members including web site. The committee shall organize membership and develop member benefits.
- b. Legislative and Governmental committee:  
This committee shall be responsible for policy development and direction for issues relating to local, state, and federal laws and rules. This committee shall strive to develop relationships with local, state and federal governmental representatives and make the organization known to such representatives and government agencies in order to further its mission and principles.
- c. Networking committee:  
This committee shall be responsible for policy development and direction on issues relating to professional development of the members. The committee shall develop a network of all members and resources available to the members. The committee shall also be responsible for organizing and arranging networking gatherings, including scheduling times, place, food, equipment, programs such as speakers or other related activities, etc.
- d. Cultural committee:  
This committee shall be responsible for development and direction of issues relating to cultural and social events and occasions. The committee shall organize and arrange for such events as decided upon by the board.

Section 6: The board of directors shall have authority to add new committees; or modify and/or eliminate any existing committee.

Section 7: The President may establish a "Task Force" to address specific issues or concerns. Task Force membership shall be determined by the President. All Task Forces will be dissolved at the conclusion of the term of the originating President.

Section 8: At the meetings of the Directors, the President shall take into advisement the board members' advice and shall have the power to make the final decision on any matter of day to day business with the following exceptions:

- a. Matters affecting expenditures of IACC funds shall be decided by board majority vote.
- b. Decisions made by the President objected to by the majority of the board shall be subject to veto.

**ARTICLE IV: Meetings**

Section 1: The IACC members may hold at least 6 meetings/gatherings; date, time and place of which shall be scheduled by the board.

Section 2: Members of the Board of Directors *shall* hold business and organizational meetings from time to time as determined by the board members. Members and other public may attend board meetings at board’s invitation or prior appointment the board.

Section3: Each committee shall conduct committee meetings at their discretion, headed by the Committee Chair. Result of committee meetings and recommendations made by each committee shall be reported to the Board of Directors at the next board meeting by the Committee Chair.

Section 4: All members are encouraged to attend all general meetings of the IACC.

Section 5: Special meetings may be called by the President, Board of Directors, or by petition of at least one-half members of the active members.

Section 6: The elected officers shall notify all members of any special meetings within reasonable time prior to any such meeting unless in an emergency. Notification shall be valid if made by mail, email, or posting on the IACC official website.

Section 7: A Board of Directors quorum shall consist of minimum number of the board members in the following chart, or as produced by the following formula:

*Q = Quorum*  
*N = Number of Board Members*

<i>N =</i>	<i>5</i>	<i>6</i>	<i>7</i>	<i>8</i>	<i>9</i>	<i>10</i>	<i>11</i>
<i>Q =</i>	<i>4</i>	<i>4</i>	<i>5</i>	<i>5</i>	<i>6</i>	<i>7</i>	<i>7</i>

Section 8: The Board of Directors shall have quorum to conduct board meetings and vote when necessary.

Section 9: Votes of those active members who are present at the IACC’s general meetings shall be accepted. Any absent member may vote via absentee ballot, should the board decide to provide that opportunity in advance.

Section 10: Meetings shall be conducted per pre-determined agenda during each board and/or general meeting. Issues not on agenda shall not be discussed.

Section 11: All items to be discussed may be sent to the President in a reasonable time prior to the meeting to be included in the agenda.

**ARTICLE V: Duties of Officers**

Section 1: The President shall be responsible for executive decision-making of the day to day running of the IACC and shall be the official representative of the organization to the public. The president shall set meeting agenda, and conduct meetings per parliamentary rules.

Section 2: The Vice-President / Secretary shall assume all official duties of the President in the absence of the President. The Vice President / Secretary shall be in charge of arranging regular and special meetings and shall also take and transcribe all meeting minutes, perform communication between board, the IACC members, and the public; and document meeting attendances. The Vice President / Secretary shall be in charge of all legal and administrative duties, and keep an organized file of all legal documents and records. The Vice president / Secretary shall be actively involved in the committee meetings and functions, and shall coordinate between committees and the board of directors.

Section 3: The Treasurer shall be in charge of handling all of IACC's financial matters, including but not limited to, writing checks for the day to day business of the IACC and accepting and depositing member dues into the bank account for the IACC. The treasurer shall report all business and financial dealings to the present or every quarter or each year members of the IACC in an easy to read format or meeting and at other such meetings as deemed necessary by all other officers of the IACC. Financial reports must be either posted on the IACC website after each publication or be easily obtainable from the IACC at any time if the current financial statement requested by a member is not posted on the website.

#### **ARTICLE VI: Membership Structure**

Section 1: The board of directors shall set membership categories and fees, and shall have authority to add, modify, or delete categories, and shall have authority to adjust membership fees.

Section 2: A membership shall terminate upon the occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership; unless the membership is renewed on the renewal terms fixed by the board;
- (c) The member's failure to pay dues, fees or assessments as set by the board within period of time set by the board after they are due and payable;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- (e) Termination of membership based on the good faith determination by the board that the member has failed in a material and serious degree to observe the rules of conduct of the organization, or has engaged in conduct materially and seriously prejudicial to the organization's purpose and interests.

Section 3: If grounds appear to exist for terminating, the following procedure shall be followed:

- (a) The board shall give the member at least 15 days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent to the member's last address as shown on the organization's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the board or by a committee

authorized by the board to determine whether the suspension or termination should occur.

- (c) The board, or committee, shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board or committee shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

*Section 4: No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.*

#### **ARTICLE VII: Adoption and Amendment**

Section 1: These By-Laws shall remain in effect unless later revised, amended, or repealed by majority vote of all members who vote on the revision, amendment or repeal.

Section 2: These By-Laws may be revised, amended, or repealed through the following procedure:

1. The amendment item(s) to be placed on the Board of Directors' agenda for the upcoming board meeting.
2. Board of Directors shall discuss the proposed amendments during a board meeting and agree to place the item for board's approval by vote on the next board meeting.
3. At the following board meeting, the Board of directors vote to bring the item into general membership's vote for the next annual election meeting at the end of the year. Except that in the case that an amendment is determined to be necessary by unanimous vote of the directors, such amendment shall be put to the general membership for vote at any date determined by the Board.
4. Prior to annual election meeting, the amendment item(s) shall be advertised to the membership via all methods of a) web site posting, b) e-mail announcement, and c) direct mail.
5. General membership to vote on the amendment item(s) at the annual election meeting. The amendment item(s) shall pass by receiving the majority votes of the sum of all votes cast by the members present and absentee ballots.

Section 3: Any member shall be able to submit a request for amendment by presenting written text of the proposed amendment to all members and collecting signatures, names, and addresses of minimum two-thirds(2/3) of the entire membership. The written text and list of members' signatures shall be presented to the board in order to be placed for membership vote at the next annual election meeting. (Section 2, paragraph 3).

#### **ARTICLE VIII: Finances**

Section 1: The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by each category of members for the immediately succeeding fiscal year.

Section 2: Dues shall be due and payable to the IACC on the first day of each fiscal year. Every member who has not paid the entire amount of the required annual dues for the then current fiscal year on or before the last day of that fiscal year shall be in default for the unpaid amount and shall not have rights and privileges of a member.

Section 3: Prior to the beginning of every fiscal year, the Board of Directors (by the concurring vote of its quorum) shall adopt an annual budget, showing in detail the anticipated income and expenditures of this Organization for the immediately succeeding year, make annual appropriations and authorize expenditures when due.

Section 4: Procedure to set the annual budget shall be as follow:

1. A Finance Task Force, led by the Treasurer, shall be appointed to draft next fiscal year's anticipated income/expenditure budget.
2. The Budget in draft form as prepared by the Finance Task Force shall be submitted to the Board for its approval prior to beginning of the new fiscal year.

Section 5: All cash reserves in this organization's possession shall be placed in a FDIC insured account.

Section 6: The board shall have the option to invest any portion of its cash reserve in an interest bearing account. Such account shall be *FDIC* insured.

Section 7: At no time, this organization is allowed to place its cash reserves in uninsured and risky account that bears possibility of loss or reduction in total sum.

Section 8: All negotiable instruments executed by IACC must be signed by the President and one of the following two directors:

1. Vice President/Secretary
2. Treasurer.